



NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the annual general meeting (the "Meeting") of Cypress Development Corp. (the "Company") will be held at the offices of Sentinel Market Services Ltd. at 1610 – 777 Dunsmuir Street, Vancouver, BC, V7Y 1K4 on Wednesday, July 18, 2018 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the report of the directors;
2. to receive the audited financial statements of the Company for the past fiscal year ending December 31, 2017 and the auditor's report thereon;
3. to set the number of directors and to elect directors for the ensuing year;
4. to appoint the auditor of the Company;
5. to consider and, if deemed appropriate, pass an ordinary resolution to approve the renewal of the Company's stock option plan;
6. to pass an ordinary resolution of disinterested shareholders approving the issuance of shares for services as described in the accompanying information circular; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

A registered shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting. Non-registered shareholders of the Company should carefully follow the instructions received from their intermediary in respect of voting shares of the Company that they beneficially own, as more fully described under "Advice to Beneficial Holders of Common Shares" in the Information Circular.

DATED at Vancouver, British Columbia as at May 31, 2018.

BY ORDER OF THE BOARD
CYPRESS DEVELOPMENT CORP.

/s/ "Donald Huston"

Donald C. Huston,
Chairman and President



INFORMATION CIRCULAR FOR THE 2018 ANNUAL GENERAL MEETING

This information is given as of **May 31, 2018**

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of **CYPRESS DEVELOPMENT CORP.** (the "**Company**") for use at the Annual General Meeting (the "**Meeting**") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. None of the directors of the Company (the "**Board**" or the "**Directors**") have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.**

The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 at least 48 hours (Vancouver Time) before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays, which is on or before 10:00 am Pacific Standard Time on July 16, 2018.

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

Registered Shareholders

As stated above, registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) using a touch-tone phone to transmit voting choices to the toll free number given in the enclosed Proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll free number, the holder's account number and the proxy access number;
- (c) using the internet at Computershare's website, www.computershare.com/ca/proxy. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder's account number and the proxy access number,

in all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof at which the Proxy is to be used.

Non-Registered Shareholders

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most of the Company's shareholders are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of a nominee (a "**Nominee**") such as: (a) a brokerage firm through which they purchased the shares; (b) a bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan; or (c) a clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely a NON-registered holder. Non-registered holders who have not objected to their Nominee disclosing certain ownership information about

themselves to the Company are referred to as non-objecting beneficial owners or “**NOBOs**”. Those non-registered holders who have objected to disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners or “**OBOs**”.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting Materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

Meeting Materials sent to non-registered holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a “**VIF**”). This form is used instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the shares which they beneficially own. If a non-registered holder who receives a VIF wishes to attend the Meeting or have someone else attend on his, her or its behalf, the non-registered shareholder may appoint a legal proxy as set forth in the VIF, which will give the non-registered shareholder or his, her or its nominee the right to attend and vote at the Meeting. Non-registered shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

In addition, Canadian securities legislation now permits the Company to forward Meeting Materials directly to NOBOs. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions.

Notice to Shareholders in the United States

The solicitation of proxies in this Information Circular involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and the securities laws of certain provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the applicable provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the Business Corporations Act (British Columbia), as amended (the “**BCBCA**”), the majority of its directors and executive officers are residents of Canada and a substantial portion of the assets of such persons are located outside of the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Voting Securities

On **May 31, 2018**, there were **59,853,653** common shares without par value issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Record Date

Only shareholders of record at the close of business on the **June 13, 2018**, who either personally attend the Meeting or who complete and deliver the Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

Principal Holders

To the knowledge of the directors and executive officers of the Company, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

Votes Necessary to Pass Resolutions at the Meeting

Under the Company's Articles, the quorum for the transaction of business at the Meeting consists of one person present in person or by proxy. Under the Business Corporations Act (British Columbia) and the Company's Articles, a simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the resolutions referred to in the accompanying Notice of Meeting.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed below and elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed fiscal year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

The Company was a party to the following material transactions with informed persons:

- (a) certain of the directors and executive officers of the Company may be paid pursuant to written management agreements or, consulting agreements, or receive directors fees or wages. See sub-heading “Employment, Consulting and Management Agreements” under the heading “Statement of Executive Compensation – Venture Issuers”; and
- (b) directors and officers of the Company have been granted stock options under the Company’s Stock Option Plan and all directors and officers will be eligible to be granted stock options under the Stock Option Plan in the future. See sub-heading “Stock Option Plan” under the heading “Particulars of Matters to be Acted Upon”.

Other than as disclosed above and elsewhere in this Information Circular, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company’s last completed fiscal year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER

The following disclosure is made pursuant to Form 51-102F6V *Statement of Executive Compensation – Venture Issuers* published by the Canadian Securities Administrators.

For the purpose of this disclosure:

“CEO” means chief executive officer;

“CFO” means chief financial officer;

“compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“external management company” includes a subsidiary, affiliate or associate of the external management company;

“named executive officer” or **“NEO”** means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed fiscal year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed fiscal year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed fiscal year whose total compensation was more than \$150,000;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that fiscal year;

“plan” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The Company’s NEOs are: William W. Willoughby, CEO; James G. Pettit, CFO and Secretary; and Donald C. Huston, Chairman and President.

Following are particulars of all compensation paid to the Company’s NEOs and non-NEO directors for each of the two most recently completed fiscal years ended December 31:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fees, retainer or commission	Bonus	Committee or meeting fees	Value of Perquisites	Value of all other compensation	Total Compensation
William W. Willoughby, CEO and Director	2017	\$65,780.85 ⁽¹⁾	Nil	Nil	⁽⁴⁾	Nil	\$65,780.85
	2016	N/A	N/A	N/A		N/A	N/A
James G. Pettit, CFO and Secretary	2017	\$6,000 ⁽²⁾⁽⁸⁾	Nil	Nil	⁽⁴⁾	Nil	\$6,000
	2016	\$9,000 ⁽²⁾⁽⁸⁾	Nil	Nil	⁽⁴⁾	Nil	\$9,000
Donald C. Huston, Chairman and President	2017	\$57,000 ⁽³⁾	Nil	Nil	⁽⁴⁾	Nil	\$57,000
	2016	\$42,000 ⁽³⁾	Nil	Nil	⁽⁴⁾	Nil	\$42,000
Donald G. Myers, Director	2017	\$45,000 ⁽⁵⁾	Nil	Nil	⁽⁴⁾	Nil	\$45,000
	2016	\$27,000 ⁽⁵⁾	Nil	Nil	⁽⁴⁾	Nil	\$27,000
Amanda B. Chow, Director	2017	\$8,500 ⁽⁶⁾	Nil	Nil	⁽⁴⁾	Nil	\$8,500
	2016	\$6,000 ⁽⁶⁾	Nil	Nil	⁽⁴⁾	Nil	\$6,000
Robert D. Marvin, Former Director	2017	\$102,774.77 ⁽⁷⁾	Nil	Nil	⁽⁴⁾	Nil	\$102,774.77
	2016	N/A	Nil	Nil	⁽⁴⁾	Nil	N/A

- (1) Mr. Willoughby was appointed CEO and a director of the Company on September 12, 2017. During the year ended December 31, 2017, Willoughby & Associates, PLLC, a company controlled by Mr. Willoughby, invoiced the above consulting fees, of which \$11,566.97 was paid in cash and \$54,213.88 was accrued. Subsequent to December 31, 2017, Mr. Willoughby provides consulting services to the Company pursuant to an agreement dated January 1, 2018. For details, see “Employment, Consulting and Management Agreements or Arrangements”.
- (2) Mr. Pettit provides consulting services to the Company pursuant to an agreement dated July 1, 2016. For details, see “Employment, Consulting and Management Agreements or Arrangements”.
- (3) Mr. Huston provides consulting services to the Company pursuant to an agreement dated July 1 2016 as amended March 1, 2017. For details, see “Employment, Consulting and Management Agreements or Arrangements”.
- (4) The Company did not pay any perquisites that are not generally available to all employees.
- (5) Mr. Myers provides consulting services to the Company pursuant to an agreement dated July 1, 2016 as amended March 1, 2017. For details, see “Employment, Consulting and Management Agreements or Arrangements”.
- (6) Ms. Chow provides consulting services to the Company pursuant to an agreement dated July 1, 2016. For details, see “Employment, Consulting and Management Agreements or Arrangements”.
- (7) Mr. Marvin served as a director from April 19, 2017 to March 31, 2018, and provided consulting services to the Company pursuant to an agreement dated May 1, 2010.
- (8) Not including \$167,693.03 paid to a private management company controlled by Mr. Pettit, the entire amount of which was used to reimburse expenses incurred on behalf of the Company for office space, equipment rental, administrative wages and other ancillary items, and none of which was paid to Mr. Pettit directly or indirectly.

Stock Options and Other Compensation Securities

The following compensation securities were granted or issued to the Directors and NEOs by the Company in the most recently completed fiscal year ended December 31, 2017, for services provided or to be provided, directly or indirectly, to the Company.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price	Closing price of security or underlying security on date of grant	Closing price of security or underlying security at year end	Expiry date
William W. Willoughby, CEO and a Director	Options	200,000	27Oct2017	\$0.180	\$0.180	\$0.27	27Oct2022
James G. Pettit, CFO, Secretary and a Director	Options	150,000	27Oct2017	\$0.180	\$0.180	\$0.27	27Oct2022
Donald C. Huston, Chairman, President and a Director	Options	200,000	27Oct2017	\$0.180	\$0.180	\$0.27	27Oct2022
Donald G. Myers, Director	Options	150,000	27Oct2017	\$0.180	\$0.180	\$0.27	27Oct2022
Amanda B. Chow, Director	Options	80,000	27Oct2017	\$0.180	\$0.180	\$0.27	27Oct2022
Robert D. Marvin, Former Director	Options	175,000	27Oct2017	\$0.180	\$0.180	\$0.27	27Oct2022

There were no exercises of compensation securities by the Directors and/or NEOs during the Company's most recently completed fiscal year ended December 31, 2017.

External Management Companies

The Company has not engaged the services of an external management company to provide executive management services to the Company, directly or indirectly. However, the Company operates from the premises of a private company that provides office and administrative services to the Company and various other public companies. As at the fiscal year ended December 31, 2017 the Company had paid a total of \$167,693.03 to Sentinel Market Services Ltd. ("**Sentinel**"), a private company controlled by James Pettit of North Vancouver, BC, a senior officer and director of the Company, in consideration of the reimbursement of out-of-pocket expenses incurred by Sentinel on behalf of the Company during the fiscal year ended December 31, 2017. These expenses included office space, equipment rental, administrative wages and other ancillary expenses. None of these expenses were paid directly or indirectly to Mr. Pettit. From January 1, 2016 to June 30, 2016, 98 Corporate Group Resources Ltd., ("**98 Corporate**"), a private company controlled by William Trimble of Vancouver, BC, provided office and administration services to the Company in a similar arrangement. During the year ended December 31, 2016 the Company paid 98 Corporate \$149,126 as reimbursement for out-of-pocket expenses plus administrative fees of \$7,110. The Company's arrangement with 98 Corporate terminated on June 30, 2016.

Stock Option Plans and Other Incentive Plans

For information about the material terms of the Company's stock option plan, please refer to the heading below "Particulars of Matters to be Acted Upon". Other than as disclosed below, there are no stock option agreements made outside of the Company's stock option plan, nor are there any plans providing for the grant of stock appreciation rights, deferred share units or restricted stock units or any other incentive plan or portion of a plan under which awards have been granted by the Company.

Employment, Consulting and Management Agreements or Arrangements

Other than as described below, the Company has not entered into any agreement or arrangement under which compensation was provided during the most recently completed fiscal year ended December 31, 2017 or is

payable in respect of services provided to the Company or any of its subsidiaries that were: (a) performed by a Director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

William W. Willoughby, CEO and a Director

Mr. Willoughby was appointed CEO and a Director of the Company on September 12, 2017. From that time until December 31, 2017, Willoughby & Associates, PLLC ("**W&A**"), a professional limited liability company controlled by Mr. Willoughby, invoiced the Company from time to time for consulting services. Thereafter, the Company and W&A entered into an agreement dated January 1, 2018, by which W&A provides executive management consulting services and geotechnical consulting services to the Company in consideration of consulting fees payable in equal monthly installments. For actual amounts paid directly to W&A and indirectly to Mr. Willoughby, see "Table of Compensation Excluding Compensation Securities".

The agreement with W&A provides for termination:

- (a) by W&A, at any time, for any reason, on the giving of three months written notice to the Company (the Company may waive notice, in whole or in part and if it does so, W&A's entitlement to remuneration and benefits pursuant to the agreement will cease on the date it waives such notice);
- (b) by the Company in its absolute discretion without notice, or pay in lieu thereof, for cause and, and for the purpose of the agreement, cause includes:
 - (i) any material breach of the provisions of the agreement and W&A's failure to cure such breach within thirty (30) days after written notice from the Company, specifying the nature of the breach (except for the items set forth in subsections (ii), (iii) and (iv) set forth below which, for the purposes of the agreement are deemed breaches which cannot be cured;
 - (ii) any conduct of W&A which in the opinion of the Company, tends to bring himself or the Company into disrepute;
 - (iii) the commission of an act of bankruptcy by W&A or compounding with its creditors generally; and
 - (iv) conviction of W&A of a criminal offence punishable by indictment, where the cause is not prohibited by law;

and failure by the Company to rely on the foregoing provisions in any given instance or instances, shall not constitute a precedent or be deemed a waiver;

- (c) by the Company, in its absolute discretion, for any reason on giving W&A 12 months' notice or paying the equivalent termination pay in lieu of notice, which pay shall be not be less than US \$100,000 (*approximately CAD \$125,534 at 31Dec2017*); and
- (d) by W&A on giving thirty (30) days' written notice of termination to the Company at any time within the six (6) month period following the acquisition of common shares or other voting securities of the Company ("**Voting Securities**") such that the person or persons come to hold, of record or beneficially, at least thirty-five cent (35%) of the Voting Securities and act in concert with respect to voting such Voting Securities. In the event of receipt of such notice, the Company shall pay to W&A on the last day of its engagement the sum equivalent to twenty-four (24) months of Fees, being US \$168,000 (*equivalent to approximately CAD \$210,898 at 31Dec2017*). The Company has agreed to make reasonable efforts to structure such payment in a manner designed to minimize the tax consequences for W&A. On receipt of this payment, W&A shall have no further claims against the Company.

James G. Pettit, CFO, Secretary and a Director

By an agreement dated July 1, 2016, Mr. Pettit provides consulting services to the Company and, in particular, his services as its Chief Financial Officer, in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Mr. Pettit, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Pettit provides for termination:

- (a) by the consultant on 90 days' notice to the Company;
- (b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; and
- (c) by the Company at any time at its sole discretion upon 90 days' notice or payment of fees in lieu thereof;

and provides that, on a change of control of the Company (as defined in the agreement) and within 6 months of such change, Mr. Pettit may give 30 days' notice of termination to the Company and the Company shall on the termination date pay him 36 months' equivalent salary.

Donald C. Huston, Chairman, President and a Director

By an agreement dated July 1, 2016 and amended March 1, 2017, Mr. Huston provides consulting services to the Company and, in particular, his services as its President and Chairman, in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Mr. Huston, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Huston provides for termination and change of control upon the same terms as the foregoing agreement with Mr. Pettit.

Donald G. Myers, Director

By an agreement dated July 1, 2016 and amended March 1, 2017, Mr. Myers provides consulting services to the Company in consideration of consulting fees payable in equal monthly installments. For actual amounts paid to Mr. Myers, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Myers provides for termination and change of control upon the same terms as the foregoing agreements with Messrs. Pettit and Huston.

Amanda B. Chow, Director

By an agreement dated July 1, 2016 and amended August 1, 2017, Ms. Chow provides consulting services to the Company in consideration of consulting fees payable in equal monthly installments during the term of the agreement. For actual amounts paid to Ms. Chow, see "Table of Compensation Excluding Compensation Securities".

The agreement with Ms. Chow provides for termination:

- (a) by the consultant on 30 days' notice to the Company;
- (b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant's failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; and
- (c) by the Company at any time at its sole discretion upon 90 days' notice or payment of fees in lieu thereof;

and provides that, on a change of control of the Company (as defined in the agreement) and within 6 months of such change, Mr. Pettit may give 30 days' notice of termination to the Company and the Company shall on the termination date pay him 36 months' equivalent salary.

Robert W. Marvin, Former Director (ceased March 31, 2018)

By an agreement dated May 1, 2010 and terminated March 31, 2018, Robert Marvin provided consulting services to the Company in consideration of consulting fees in amounts as invoiced from time to time. For actual amounts paid to Mr. Marvin, see "Table of Compensation Excluding Compensation Securities".

The agreement with Robert D. Marvin provided for termination on 30 days' notice by either party on 30 days' notice, consulting fees paid to the date of termination, and did not provide for a change of control.

Incremental Payments on Change of Control or Termination

For each of the foregoing agreements, the following table summarizes the estimated incremental payments that are triggered by, or result from, change of control, severance, termination or constructive dismissal (assuming such events had occurred on or before December 31, 2017):

Consultant (NEO or Director)	Payout for Termination without Cause	Payout for Change of Control
Willoughby & Associates LLC (controlled by William W. Willoughby, CEO and a Director)	\$125,534	\$210,898 ⁽¹⁾
James G. Pettit, CFO, Secretary and a Director	\$1,500	\$18,000 ⁽¹⁾
Donald C. Huston, Chairman, President and a Director	\$15,000	\$180,000 ⁽¹⁾
Donald G. Myers, Director	\$12,000	\$144,000 ⁽¹⁾
Amanda B. Chow, Director	\$1,000	NIL
Robert D. Marvin, Former Director	NIL	NIL

(1) Payable in the event of termination within six months of a change of control.

Oversight and description of director and named executive officer compensation

The Company has no compensation committee, as the functions of a compensation committee are performed by the Board. The compensation of Directors and NEOs is reviewed and approved periodically by the Board. In setting compensation levels, the Board relies primarily on the experience, skills and education of its members.

The Company's compensation practices are designed to attract, motivate and retain highly qualified consultants to manage the business of the Company by rewarding individual and corporate performance and aligning the interests of the Directors and NEOs with the Company's shareholders. Compensation is designed to achieve both current and long term goals of the Company and to maximize returns to shareholders. Accordingly, a significant portion of executive compensation is tied to achieving the Company's goals. Compensation decisions are intended to be transparent, and the Company's practices are intended to be simple in design and competitive within the mineral exploration industry. Any compensation paid to the Directors and NEOs is dependent upon the Company's finances as well as the performance of each of the Directors and NEOs.

At present, the Board does not evaluate the implications of the risks associated with the Company's current compensation policies and practices, as the Company is still a venture issuer developing its business.

Pension Disclosure

The Company does not provide any pension, retirement plan or other remuneration for its directors or officers that constitutes an expense to the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information on the Company's equity compensation plans under which common shares are authorized for issuance as of **December 31, 2017**.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾
Equity compensation plans approved by securityholders	5,024,000	\$0.12	428,307
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	5,024,000	\$0.12	428,307

(1) Based on the total number of common shares to be reserved and authorized for issuance pursuant to options granted under the Option Plan, being 10% of the issued and outstanding common shares from time to time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed fiscal year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed fiscal year with respect to any indebtedness of any such person.

MANAGEMENT CONTRACTS

During the Company's most recently completed fiscal year ended December 31, 2017 there were no management functions of the Company, which were to any substantial degree performed by a person other than a director or senior officer of the Company.

CORPORATE GOVERNANCE

The following disclosure is made pursuant to the Canadian Securities Administrators' National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and Form 58-101F2 *Corporate Governance Disclosure (Venture Issuers)*.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. Donald G. Myers and Amanda B. Chow who, apart from receiving director's remuneration, do not have any other material relationship to the Company that would interfere with their ability to act in the best interests of the Company, are considered to be independent directors. William W. Willoughby is the CEO, James G. Pettit is the CFO and Secretary, and Donald C. Huston is the Chairman and President of the Company, and, therefore, they are not considered to be independent directors.

Other Directorships

Certain directors of the Company currently serve as directors of other public companies. Some of the directors may be engaged in the search for additional business opportunities on behalf of other companies, and situations may arise where these directors may be serving another company with interests that could be in conflict with those of the Company. In the event of any conflicts of interest, such conflicts must be disclosed to the Company and dealt with in accordance with the provisions of the the *Business Corporations Act* (British Columbia). The following table sets out the directors of the Company that are currently directors of other reporting issuers:

Director/Proposed Director	Other Reporting Issuers
William W. Willoughby	Caliber Minerals Inc.
James G. Pettit	Aben Resources Ltd. Rockridge Resources Ltd. Skyharbour Resources Ltd. Surge Copper Corp. (previously Gold Reach Resources Ltd.) CUV Ventures Corp.
Donald C. Huston	Aben Resources Ltd. Rockridge Resources Ltd. Skyharbour Resources Ltd.
Amanda B. Chow	Aben Resources Ltd. Rockridge Resources Ltd. (previously Rockridge Gold Ltd.) Skyharbour Resources Ltd.
Donald G. Myers	Aben Resources Ltd.

Orientation and Continuing Education

The Company does not provide a formal orientation and education program for new directors. However, any new directors will be given: (a) the opportunity to familiarize themselves with the Company, the current directors and members of management; (b) copies of recently publicly filed documents of the Company, technical reports and the Company's internal financial information; (c) access to technical experts and consultants; and (d) a summary of significant corporate and securities legislation.

Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments, and with changes in legislation, and are encouraged to attend related industry seminars in relation to the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board is responsible for setting compensation paid to directors and executive officers, establishing and reviewing incentive plans for directors, officers and management, providing guidance to the Company on corporate governance matters. For further details, see "Oversight and Description of Director and Named Executive Officer Compensation".

Other Board Committees

The Board of Directors has no standing committees other than the Audit Committee.

Assessments

The effectiveness of the Board as a whole, any committee of the Board and individual directors is assessed on an ongoing basis by the Board and senior management.

Liability Insurance

The Company has purchased, at its expense, directors' and officers' liability insurance for the protection of its directors and officers against liability incurred by them in their capacities as directors and officers of the Company and its subsidiaries.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Pursuant to the *Business Corporations Act* (British Columbia) and the Canadian Securities Administrators' National Instrument 52-110 *Audit Committees* ("NI-110"), the Company is required to have an audit committee. A copy of the Company's audit committee charter is set out in Appendix A of this Information Circular.

Composition of the Audit Committee

As at the date of this Information Circular, the following are the members of the Company's audit committee (the "**Audit Committee**"):

Name	Independent	Financially Literate
James G. Pettit (Chair)	No	Yes
Amanda B. Chow	Yes	Yes
Donald Myers	Yes	Yes

Relevant Education and Experience

The Board has determined that the committee members have the appropriate level of financial understanding and industry specific knowledge to be able to perform the duties of the position. Furthermore, the Board has determined that each member of the Audit Committee is financially literate as defined in NI 52-110.

James G. Pettit is a director and an Audit Committee member. He has served as an officer of public companies for more than 25 years. Mr. Pettit currently serves on the board of Aben Resources Ltd., CUV Ventures Corp., Rockridge Resources Ltd., Skyharbour Resources Ltd. and Surge Copper Corp. (previously Gold Reach Resources Ltd.), all of which trade on the TSX Venture Exchange. Mr. Pettit has significant audit committee experience and has been involved in a variety of matters requiring financial literacy. He has also been directly involved in successful fund raising through equity financings and property acquisitions.

Donald G. Myers is an independent director and an Audit Committee member. He has over 30 years of experience in public company management and corporate communications working with companies listed on the TSX Venture Exchange, NASDAQ, and the Toronto Stock Exchange. Mr. Myers is also an independent director and audit committee member of Aben Resources Ltd., a TSX Venture listed company.

Amanda B. Chow is an independent director and an Audit Committee member. Ms. Chow also serves as an independent director and audit committee member of Skyharbour Resources Ltd., as a director of Aben Resources Ltd., and as CFO and Secretary of Rockridge Resources Ltd. (previously Rockridge Gold Ltd.) all of which trade on the TSX Venture Exchange. Ms. Chow is a Chartered Professional Accountant (CPA, CMA) and a graduate of Simon Fraser University where she earned her Bachelor of Business Administration degree. Ms. Chow has an in-depth understanding of accounting principles. She has experience in evaluating financial statements with accounting issues at least comparable to the financial statements and the issues that can be reasonably be expected to be raised by the Company's financial statements.

As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, or experience in:

- (a) the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) reviewing or evaluating financial statements, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

Since the commencement of the Company's most recently completed fiscal year, the Company's Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

If and when required, the Company is relying upon the exemption in section 6.1 of NI 52-110 which exempts "venture issuers" from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval of Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed by the Company's auditor in each of the last two fiscal years, by category, are as follows:

Fiscal Year Ending	Audit Fees	Audit Related Fees	Tax Fees⁽¹⁾	All Other Fees
December 31, 2017	\$20,400	Nil	\$2,000	Nil
December 31, 2016	\$12,015	Nil	\$2,000	Nil

(1) Fees related the preparation of the Company's T-2 corporate income tax form.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

At the Meeting, shareholders will be asked to consider and, if thought appropriate, pass an ordinary resolution fixing the number of directors and electing directors for the ensuing year.

The shareholders of the Company last fixed the number of directors at five (5). As permitted by the Articles of the Company, subsequent to the last annual general meeting, the Board appointed William W. Willoughby as a director and CEO of the Company on September 12, 2017, and accepted the resignation of Robert D. Marvin as a director on March 31, 2018. Accordingly, the Company currently has five directors. Therefore, at the Meeting, shareholders will be asked to fix the number of directors at five and elect five directors.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following sets out the name of each of the persons proposed to be nominated for election as a director; all positions and offices in the Company presently held by him; his principal occupation, business or employment the period during which he has served as a director; and the number of common shares that he has advised are beneficially owned, or controlled or directed, directly or indirectly, as at the record date.

Name, place of residence and positions with the Company	Principal Occupation, business or Employment	Director Since	Common shares beneficially owned or controlled
WILLIAM W. WILLOUGHBY, Ph.D. Idaho, USA <i>CEO and a Director</i>	CEO of the Company; Owner and Principal of Willoughby & Associates PLLC from October 2014 to date; President, COO and a director of Enexo International, Inc. from February 2007 to October 2014; CEO and a director of Caliber Minerals Inc. since Nov 2017	12Sep2017	536,870
JAMES G. PETTIT^(A) British Columbia, Canada <i>Chief Financial Officer, Secretary and a Director</i>	Senior officer and a director of several TSXV-listed companies.	12Jun2000	104,600
DONALD C. HUSTON British Columbia, Canada <i>Chairman, President and a Director</i>	Senior officer and a director of several TSXV-listed companies.	08Jul1996	434,559
DONALD G. MYERS^(A) British Columbia, Canada <i>Director</i>	Corporate communications professional and a director of several TSXV-listed companies.	20Sep2005	1,526,000
AMANDA B. CHOW, CPA, CMA^(A) British Columbia, Canada <i>Director</i>	Chartered Professional Accountant and a director of several publicly listed companies.	03Oct2005	Nil

(A) Audit Committee member.

The terms of office for those nominees who are presently Directors will expire as of the date of the Meeting. All of the Directors who are elected at the Meeting will have their term of office expire at the next Annual General Meeting of the Company.

Pursuant to the Advance Notice Policy of the Company adopted by the directors on April 23, 2013, approved by the shareholders on May 29, 2014 and still in effect as at the date hereof, any additional director nominations for

the Meeting must be received by the Company on or before **June 18, 2018**, being a date not less than 30 and no more than 65 days prior to the date of the Meeting.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

The above information was provided by management of the Company.

Appointment of Auditor

The shareholders will be asked to approve the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of 1200 – 609 Granville Street, Vancouver, British Columbia, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the Company's Board.

Approval of Shares for Services

At the Meeting, shareholders will be asked to consider and, if thought appropriate, pass an ordinary resolution approving the issuance from time to time of common shares of the Company to Willoughby & Associates, PLLC, for geotechnical services rendered.

By a consulting agreement dated January 1, 2018, the Company has agreed to compensate Willoughby & Associates, PLLC, a private professional limited liability company controlled by William W. Willoughby, CEO and a director of the Company, the sum of US \$7,000 per month, as follows:

- (a) for executive management services, US \$4,000 per month payable in cash on a monthly basis; and
- (b) for geotechnical services, US \$3,000 per month issuable in that number of common shares of the Company as are calculable according to the maximum applicable Discounted Market Price at the date of issuance which shall be within 5 days of the end of each calendar quarter.

Definitions

"Discounted Market Price", means the Market Price less the following maximum discounts based on the closing price per share (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share of \$0.05):

<i>Closing Price</i>	<i>Discount</i>
<i>Up to \$0.50</i>	<i>25%</i>
<i>\$0.51 to \$2.00</i>	<i>20%</i>
<i>Above \$2.00</i>	<i>15%</i>

"Market Price" means the closing market price of the Company's common shares quoted on the TSX Venture Exchange immediately before the issuance of a news release required to fix the price at which the shares are to be issued.

Pursuant to the TSX Venture Exchange's Policy 4.3 *Shares for Debt*, the issuance of shares for services to Willoughby & Associates, PLLC requires approval of the disinterested shareholders of the Company (being all the shareholders of the Company except William W. Willoughby, directly or indirectly).

Approval of Stock Option Plan

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution approving the renewal of the Company's rolling stock option plan (the "**Option Plan**"). In accordance with Exchange policies, the Option Plan must receive shareholder approval on an annual basis. The Option Plan was initially approved by shareholders at the Company's Special General Meeting held June 4, 2003, and has been approved for renewal at successive annual meetings thereafter. The purpose of the Option Plan is to assist the Company in attracting, retaining and motivating directors, officers and employees of the Company and to closely align the personal interests of such directors, officers and employees with the interests of the Company and its shareholders. Options granted under the Option Plan are non-assignable and may be granted for a term not exceeding that permitted by the Exchange (currently ten years). A summary of the material aspects of the Option Plan are as follows:

- (a) the Option Plan will be administered by the Company's Board of Directors or, if the Board so designates, a Committee of the Board appointed in accordance with the Option Plan to administer the Option Plan;
- (b) the maximum number of shares in respect of which options may be outstanding under the Option Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to Prior Options;
- (c) following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), as has been determined by the directors;
- (d) an option granted under the Option Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;
- (e) as long as required by Exchange policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "Outstanding Shares") in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;
- (f) options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Exchange, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;
- (g) any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and
- (h) in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

A copy of the current Option Plan will be available for review at the meeting.

OTHER MATTERS TO BE ACTED UPON

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR at www.sedar.com. Financial Information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the fiscal year ended December 31, 2017.

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company as follows:

CYPRESS DEVELOPMENT CORP.
1610-777 Dunsmuir Street, Vancouver, BC, V7Y 1K4
Telephone: (604) 687-3376 Fax: (604) 687-3119
E-mail: info@cypressdevelopmentcorp.com

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the directors of the Company.

DATED at Vancouver, British Columbia, as at May 31, 2018.

ON BEHALF OF THE BOARD

/s/ "Donald C. Huston"

Donald C. Huston,
Chairman and President



Schedule A

CYPRESS DEVELOPMENT CORP. (the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with International Financial Reporting Standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.